

7186-B

RECORDATION NO. _____ Filed & Recorded

DEC 11 1973 - 12 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of
November 1, 1973, among BURLINGTON NORTHERN
INC. (hereinafter called the Lessee), THE
FIFTH THIRD LEASING COMPANY (hereinafter
called the Lessor) and FIRST SECURITY BANK
OF UTAH, N.A. (hereinafter called the Assignee).

WHEREAS the Lessor and the Lessee have entered into
a Lease of Railroad Equipment dated as of September 1, 1973
(hereinafter called the Lease); and

WHEREAS the Lessor has assigned for security pur-
poses its rights in, to and under the Lease to the Assignee
pursuant to an Assignment of Lease and Agreement dated as
of September 1, 1973 (hereinafter called the Lease Assignment);
and

WHEREAS the Lease and the Lease Assignment have
been filed and recorded with the Interstate Commerce Commission
pursuant to Section 20c of the Interstate Commerce Act on
October 19, 1973, Recordation No. 7186-A and have been
deposited with the Registrar General of Canada pursuant to
Section 86 of the Railway Act of Canada on October 25, 1973;
and

WHEREAS the parties hereto desire to amend the
Lease and the Lease Assignment;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Lease is hereby amended by inserting the number "00.25" in lieu of the number "70.12" as the first term in the sixty-second line of subparagraph (b) of the first paragraph of Section 10 thereof.

2. The Lease Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

3. Except as amended hereby, the Lease and the Lease Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

BURLINGTON NORTHERN INC.,

by

Frank H. Coyne
Vice President

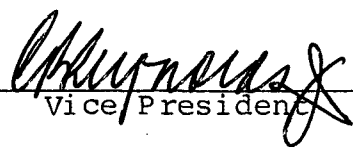
[Corporate Seal]

Attest.

G. F. Sullivan
Assistant Secretary

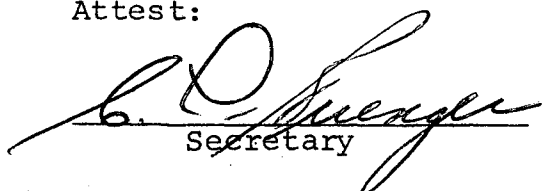
THE FIFTH THIRD LEASING COMPANY,

by


Vice President

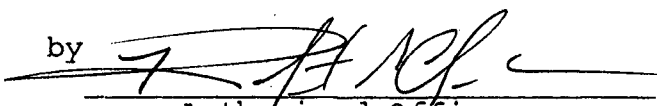
[Corporate Seal]

Attest:


Secretary

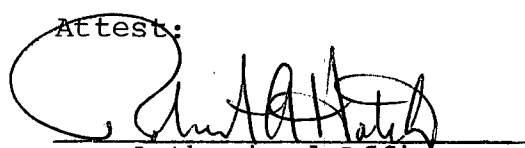
FIRST SECURITY BANK OF UTAH, N.A.,

by


Authorized Officer

[Corporate Seal]

Attest:

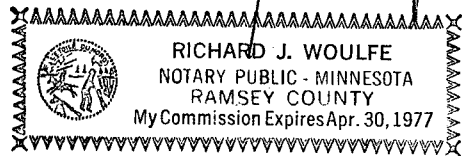

Authorized Officer

COUNTY OF RAMSEY)

On this 29th day of November 1973, before me personally appeared Frank H. Coyne, to me personally known, who, being by me duly sworn, says that he is a Vice President of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]



STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 3rd day of December 1973, before me
personally appeared C. P. Reynolds, Jr., to me
personally known, who, being by me duly sworn, says that
he is a Vice President of THE FIFTH THIRD LEASING COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Irma S. Martin
Notary Public

[NOTARIAL SEAL]

IRMA S. MARTIN
Notary Public, Hamilton County, Ohio
My Commission Expires Oct. 14, 1974

STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this 14th day of November 1973, before me personally appeared Robert S. Clark, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national association, that said instrument was signed and sealed on behalf of said national association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

Peggy Ann Kirkland
Notary Public

My Commission Expires Nov. 10, 1978

[NOTARIAL SEAL]

